

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of

IP NETWORKS, INC.,
Transferor,

and

LEVEL 3 COMMUNICATIONS, LLC,
Transferee,

Application for Consent to Transfer Control
of a Domestic Common Carrier Pursuant to
Section 214 of the Communications Act of 1934,
as Amended

WC Docket No. 13-100

AMENDMENT

Pursuant to 47 C.F.R. § 63.50, Level 3 Communications, LLC (“Level 3”) (FRN 0003723822) and IP Networks, Inc. (“IPN,” together with Level 3, “Applicants”) (FRN 0009738279), hereby amend their pending application for Commission consent for the transfer of control of IPN’s domestic common-carrier lines to Level 3, in order to clarify Level 3’s continuing compliance with its national security, law enforcement, and public safety-related obligations following the consummation of its pending acquisition of IPN (the “Proposed Transaction”).¹

Specifically, Level 3 commits to extend the national security, law enforcement, and public safety commitments made in connection with its prior acquisition of Global Crossing to

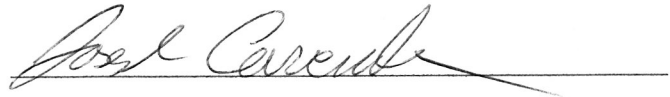
¹ See Application of IPN and Level 3 (filed Apr. 19, 2013) (“Application”); *Domestic Section 214 Application Filed for the Transfer of Control of IP Networks, Inc., to Level 3 Communications, LLC*, Public Notice, WC Docket No. 13-100, DA 13-962 (rel. Apr. 30, 2013).

IPN upon consummation of the Proposed Transaction. Level 3 and IPN request that the Commission grant consent for the Proposed Transaction conditioned upon the continuing compliance by Level 3 and its subsidiaries and affiliates with the September 26, 2011, network security agreement by and between Level 3 Communications, Inc., and the U.S. Departments of Defense, Homeland Security, and Justice.

For the reasons stated above and in the original Application, the Applicants respectfully request that the Commission expeditiously grant the amended Application pursuant to streamlined processing.

Respectfully submitted,

LEVEL 3 COMMUNICATIONS, LLC



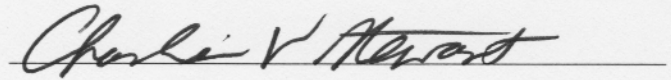
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IP NETWORKS, INC.

A handwritten signature in cursive script, reading "Charles W. Stewart", is written over a horizontal line.

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6 May 2013